

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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JAMES GILLIAM, Individually And On Behalf)  
Of All Others Similarly Situated, )

Plaintiff, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY, et al., )

Defendants. )

No. 04-cv-11600-NG

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BOGATIN FAMILY TRUST, Individually And)  
On Behalf Of All Others Similarly Situated, )

Plaintiff, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY, et al., )

Defendants. )

No. 04-cv-11642-NG

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CYNTHIA A. BENNETT and GUY E. )  
MILLER, )

Plaintiffs, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY, et al., )

Defendants. )

No. 04-cv-11651-MLW

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GHASSAN J. AWALI et al. Individually And )  
On Behalf Of All Others Similarly Situated, )

Plaintiff, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY, et al., )

Defendants. )

No. 04-cv-11709-MLW

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WILLIAM S. GROESCHEL, Individually And )  
On Behalf Of All Others Similarly Situated, )

Plaintiff, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY, et al., )

Defendants. )

No. 04-cv-11735-GAO

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NANCY HAUGEN, MICHAEL F. MAGNAN, )  
KAREN L. MAGNAN, ROSE M. )  
IANNACCONI, PRESLEY C. PHILLIPS, )  
ANDREA M. PHILLIPS, and CINDY )  
SCHURGIN, for the use and benefit of )  
FIDELITY MAGELLAN and FIDELITY )  
CONTRAFUND, )

Plaintiffs, )

v. )

FIDELITY MANAGEMENT & RESEARCH )  
COMPANY and FMR CO., INC., )

Defendants. )

No. 04-cv-11756-MLW

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DAVID O. FALLERT, Individually And On	)	
Behalf Of All Others Similarly Situated,	)	
	)	No. 04-cv-11812-MLW
Plaintiff,	)	
	)	
v.	)	
	)	
FIDELITY MANAGEMENT & RESEARCH	)	
COMPANY, et al.,	)	
	)	
Defendants.	)	
	)	
	)	

THE HAUGEN PLAINTIFFS' MOTION FOR LEAVE TO FILE SUR-REPLY

The *Haugen* Plaintiffs move pursuant to Local Rule 7.1 for leave to file a Proposed Sur-reply in response to the arguments made by the *Gilliam* Plaintiffs in the Memorandum in Further Support of their Motion for Appointment of Tri-lead Counsel and Liaison Counsel and Motion for Consolidation (hereinafter "Reply"). In their previous filing the *Haugen* Plaintiffs have explained the substantive and procedural differences between their lawsuit and the Class Action lawsuits brought by the plaintiffs in *Gilliam* (04-cv-11600-NG), *Bogatin Family Trust* (04-cv-11642-NG), *Awali* (04-cv-11709-MLW), *Groeschel* (04-cv-11735-GAO) and *Fallert* (04-cv-11812-MLW) (respectively, the "Class Actions" and the "Class Action Plaintiffs"), which make consolidation improper under Fed. R. Civ. P. 42(a). A sur-reply is necessary, however, in order for the *Haugen* Plaintiffs address the new arguments made by the Class Action Plaintiffs in their Reply that were not made in their opening brief.

Dated: December 20, 2004

Respectfully submitted,

SHAPIRO HABER & URMY LLP

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Counsel for the Haugen Plaintiffs

Certification Pursuant to Rule 7.1

On December 15, 2004, I, Michelle H. Blauner, conferred with counsel in these matters for the purposes of attempting to resolve or narrow the issues presented by this motion, and state as follows: (1) C. Neil Gray, counsel for defendants Fidelity Management & Research Company and FMR Co., Inc., has no opposition to this motion; (2) William Shawn McDermott, Counsel for the Fidelity Funds has no opposition to this motion; (3) John S. Kiernan, counsel for the Individual Defendants in the Class Actions takes no position on this motion; (4) Nancy Gans, Counsel for the Class Action Plaintiffs, opposes this motion; and (5) Sara Davis, Counsel for the Bennett Plaintiffs, assents to this motion

/s / Michelle H. Blauner